OPENTEXT™

OpenText Internal Sales FAQ
Enterprise Content Division (ECD) Acquisition

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I. Strategic Rationale & Integration Strategy

Q: **Why are we acquiring the ECD software and services assets?**

A: The acquisition of ECD is consistent with the OpenText strategy to drive growth through both acquisitions and organic initiatives with the goal of attaining a leadership position in all sub-segments of the EIM market, while reaching an expanded base of customers with the best-integrated and most functionally complete EIM portfolio in the market.

This acquisition will provide OpenText with a number of strategic benefits:

- **Signals to the market and analysts that OpenText is investing in organic growth** with the objective of also being the market leader for new Cloud-first content services.
- Integration and future landing zone strategy expected to:
  - **Positively impact customer retention** and maintain recurring maintenance revenue
  - **Continue to drive growth in "traditional" ECM** through differentiated Extended ECM and Industry solutions
  - **Protect against new cloud-native market entrants** by providing comparable services that do not require abandonment of existing ECM investments – both maintaining recurring maintenance revenue and organic growth of cloud revenue.
- **Accessing a new base of marquee customers** from ECD and ensuring their investments are safe, while offering an expanded and integrated set of EIM capabilities to both bases.
- **Expanding the OpenText EIM portfolio** with product offerings across the entire life cycle of information management and additional capacity in ECM and Information Archiving.

- **Driving cross-sell of OpenText EIM portfolio** across a larger base of customers and vertical segments.
- **Providing OpenText Cloud**, a global enterprise class cloud, for Managed Services and SaaS capabilities to the ECD customer base.
- **Expanding the OpenText geographical coverage** by adding capacity in key new geographies, including the Middle East, Africa, China, South Korea, Eastern Europe and Russia.
- **Onboarding of deep industry solutions, intellectual property and expertise**. Adding solutions, employee talent, and capacity to the OpenText portfolio for the healthcare, life sciences and public sector verticals, while adding to the already strong OpenText presence in financial services, energy and engineering.

Q: What is our integration strategy?

A: OpenText is communicating a three-part strategy that will protect customers' existing investments and charts the future of ECM for both ecosystems in the future.

OpenText will invest, innovate and continue to provide full support for both the OpenText Content Suite and OpenText Documentum portfolios, ensuring they are both strong and differentiated in the marketplace. For Documentum, the focus will be on industry solutions such as Life Sciences and Energy and Engineering, and on continued improvement of Documentum and applications like D2 and InfoArchive to improve usability, analytics, TCO and Managed Services offerings in the OpenText Cloud. All OpenText customers will benefit from the integration of technology into both platforms.

OpenText will expand on the ECD/Documentum strategy of developing next generation, cloud-native content applications based on the LEAP Platform. These applications will integrate and extend existing repositories such as Documentum and Content Suite to provide a smooth transition into the next generation Content Services and Content Services-based applications.

Additionally, OpenText will apply its experience in delivering content management deeply embedded in leading applications to the LEAP platform in order to content enable business applications such as Salesforce, Workday, SuccessFactors and SAP.

This integration strategy charts a path that assures both Content Suite and Documentum customers that they have a strong future with their existing platforms and the ability to consume new Content Services on their terms, Customers will be able to leverage their existing investments by extending content services into lead applications and purpose-built cloud and mobile applications.

II. Frequently Asked Questions

EMPLOYEES

Q: How will this announcement impact our sales organization and the way we sell our products and services today?

**A: **Our primary objective is to minimize the disruption to our customers and our employees. As OpenText employees, we must continue to focus on our customers to ensure they receive the same service and support from OpenText that they are accustomed to. Sales leaders will be reaching out to their teams through a combination of town hall meetings and individual conversations to communicate the structure of the combined Enterprise sales organization. You can also refer to the organizational chart for more information on how our team is structured.

Our approach for selling in the various customer segments will focus on winning through differentiation, which means the best combination of product and services will be offered to the customer as a solution depending on their requests and preferences. From Day 1, our customers will have one ECM Account Executive who will be their trusted advisor on the OpenText strategy and offerings.

Q: What changes can we expect to our current sales quotas and compensation structure? Will there be any joint quota responsibilities?

**A: **All former ECD sales employees will transition onto the applicable OpenText standard variable compensation plan related to their role as of Day 1. This will allow the combined Enterprise sales organization to be aligned, working towards the same objectives. For Account Executives transitioning from ECD, base license quotas were transferred from ECD and additional elements that OpenText pays on added in. Calls related to the sales compensation transition have been set up for each group [AEs, Sales Management, Solution Consultants (SCs)] over the first few weeks after the close of the transaction to communicate the details of the plans and other exciting OpenText reward programs.

Q: How will overlaps across account teams and geographic regions be handled in the combined entity?

**A: **We are excited that the acquisition will help expand our sales coverage and global knowledge base in new geographies, such as the Middle East, Africa, China, South Korea, Eastern Europe, and Russia. From Day 1 the two sales teams will be merged under a single management structure and customers will be allocated one

Account Executive to service the full OpenText ECM portfolio. For customers where there were two separate Account Executives prior to the acquisition close, transition arrangements will be put in place for any existing pipeline.

Q: How do I access Salesforce.com?

A: All sales employees requiring access to the OpenText instance of Salesforce.com should receive login instructions by email on Day 1. In addition, please watch for invites to training calls in the first week after Day 1 to help you understand the system and applicable OpenText processes for managing opportunities and submitting revenue orders.

Q: Who should I contact with sales-related issues or questions?

A: Your primary point of contact is your direct manager. For sales operations questions from former ECD employees that cannot be addressed by your direct manager please contact Nick Kukulski for North America or Dhunji Bilimoria for EMEA and APAC. Finally, here is a list of key sales support resources available to help you. You can find their contact details in the Outlook address book and the organizational chart.

Q: What onboarding and integration activities should I plan to participate in?

A: In addition to the Day 1 activities led by Mark Barrenechea and ELT, throughout the month of January Ted Harrison and Prentiss Donohue will be conducting a roadshow to select cities around the world to meet with the new combined sales and services teams. Be on the lookout for more information from the Sales Enablement team for any activities planned in your location.

CUSTOMERS AND PARTNERS

Q: What do I tell my customers and partners?

A: OpenText is providing clear guidance for both Content Suite and Documentum customers that we will continue to support and innovate on both platforms, with the objective of maintaining and growing their satisfaction with their ECM solutions. There is no expectation that customers or partners will be required to migrate from one platform to another (unless they want to), as OpenText will continue to support and sell both platforms and associated applications and solutions.

Q: What does this announcement mean for our customers and partners?

A: We are assuring Documentum and Content Suite customers that their investments are protected with ongoing support and maintenance, and investment and innovation will continue in both ecosystems. There are many benefits for our customer and partners, including access to a broader portfolio of solutions to meet their EIM needs, more resources to support their projects, and increased regional coverage.

Q: How will this announcement affect deals currently in the pipeline?

A: Deals currently in pipeline will continue towards closure, although they should be reviewed to see if the expanded product set offers additional potential benefits to the customer.

Q: What are the plans for notifying our customers and partners?

A: OpenText and ECD customers and partners will receive a welcome email from CEO and CTO Mark Barrenechea advising them the acquisition has closed with a link to the press release. We are also working with ELT and OpenText sales and partner leadership to contact tier 1 accounts directly where needed. If you have any questions about customer and partner communications, please contact Cori Knorr or Vince Nigrelli.

We are also launching a thought leadership campaign in partnership with AIIM International designed to shape the future of ECM market and ensure positive market impression of the acquisition, reiterate our commitment to our customers, and reassure customers of our product direction and strategy. The campaign will kick off with a webinar hosted by AIIM and OpenText on Thursday, February 2, and culminate with our diamond sponsorship of the AIIM Conference March 13-16 in Orlando, FL. For more information regarding the AIIM campaign, please contact Stephen Ludlow.

Q: Will OpenText sales reps be able to quote/transact ECD products and vice versa?

A: We strongly believe our customers will be better served if they can purchase their Enterprise products, no matter their origin, through a single account executive. As such we will be cross-training and enabling every single Enterprise account executive to quote and transact both line of products. Specifics timelines and activities will be communicated in the coming weeks.

RESPONSES TO CUSTOMER AND PARTNER QUESTIONS

Q: What are some benefits of ECD's product classes?

A: ECD products have widespread adoption in many verticals including life sciences, energy and engineering, healthcare, public sector and financial services. Currently, 10 of the 10 world's largest pharmaceutical companies, 9 of the 10 world's largest banks, 9 of the 10 world's largest insurers, 7 of the 10 world's largest oil and gas companies, and 8 of the 10 US largest utilities are ECD customers.

Q: Will you market the products of ECD under their existing brands for familiarity reasons?

A: The Documentum, InfoArchive and LEAP products will now be known as OpenText Documentum, OpenText InfoArchive, and OpenText LEAP. Transitional logos are available to download through InsideECD.

Q: What happens to existing contracts?

A: Existing contracts for ECD and OpenText customers will continue to be honored per current terms and conditions. Our customers and partners can expect to receive the same service and support from OpenText that they are accustomed to. OpenText is committed to maintaining continuity with our customers and partners who have built their business on our software.

We have a history of onboarding and integrating new customers into the OpenText family seamlessly. We expect the process to be no different for ECD.

Q: Will both ECD and OpenText ECM offerings be maintained with an active roadmap?

A: Yes, OpenText will continue to support and invest in both the Content Suite and Documentum platforms with continued enhancements, active roadmaps, and support for both customer sets now and in the future.

Q: Will service be interrupted as part of the acquisition?

A: No, there will be no interruptions and our customers and partners can expect to receive the same service and support from OpenText that they are accustomed to. OpenText is committed to maintaining continuity with our customers and partners who have built their business on our software.

Q: What happens next?

A: ECD employees, products, and solutions will be immediately integrated into the OpenText Enterprise Business Unit and we will continue supporting both customer bases with continued investment, active roadmaps, innovation and product strategy. We also have plans for robust integration of the ECD products into the broader OpenText EIM platform.

COMPETITIVE POSITIONING

Q: What is our message to customers if a competitor tries to poach them using this announcement as a leverage?

A: The acquisition of ECD is consistent with the OpenText strategy to drive growth through both acquisitions and organic initiatives. The ECD assets complement and extend the OpenText EIM portfolio with product offerings across the entire information management life cycle and additional capacity in ECM, Information Archiving, and Collaboration.

This acquisition accelerates the reach of OpenText into key verticals including healthcare, life sciences and public sector verticals, while adding to the already strong OpenText presence in financial services, energy and engineering.

OpenText will be able to expand our support of customer organizations globally through the addition of ECD's rich partner network and seasoned employee base who bring deep market and industry expertise, particularly in new geographies such as the Middle East, Africa, China, South Korea, Eastern Europe, and Russia.

Q: How do we address the addition of another ECM product to the OpenText portfolio and making it a competitive advantage?

A: Given our commitment to innovation on both platforms, our approach for selling in the various customer segments will focus on winning through differentiation, which means the best combination of product and services will be offered to the customer as a solution depending on their requests and preferences.

SAP is a unique channel within the ecosystem and OpenText will continue to sell the SAP solution portfolio through SAP as well as through the common direct salesforce.

Q: Are there customers that own both Content Suite and Documentum?
A: Yes – it is inevitable as 75% of organizations have more than one ECM/DM/RM application and 26% have four or more systems (AIIM Industry Watch - ECM at the Crossroads (2013).

Q: Does OpenText compete with Documentum?

A: OpenText does not frequently compete head to head with Documentum for "new logo" business. Most frequently, we compete with Documentum where they are the incumbent.

Q: What should be offered/sold to existing ECD customers?

A: ECD customers may be assured that they do not need to migrate, that their existing investment is protected, and can even be leveraged as they adopt the next generation of cloud-first content applications. With this assurance, customers can be confident that their on-going investment with OpenText is sound and ready for future growth and innovation.

**Q: What should be offered/sold to existing OpenText customers?**

A: We can continue to make existing customers successful in ECM with Process Productivity and Control, and continue to sell Content Suite and its add-ons as normal.

Q: What should be offered/sold to new customers?

A: There are a number of selling opportunities for new customers:
- Sell differentiated xECM products/solutions from either the Content Suite or Documentum portfolio, based on the customers' interests and requirements.
- Upsell Managed Services and Cloud offerings to complement their existing ECM investments.
- LEAP applications and integrations, along with OpenText Core.
- For select industries – sell the best solution. As needed surround with xECM - based on the promise of Leap as a landing zone for both platforms
  - Life Sciences - Documentum for Life Sciences solution suite
  - Energy and Engineering for small to mid-size capital projects – Documentum. For large Energy and Engineering firms/projects, position OpenText Engineering Document Management.
  - Healthcare – InfoArchive based legacy decommissioning.
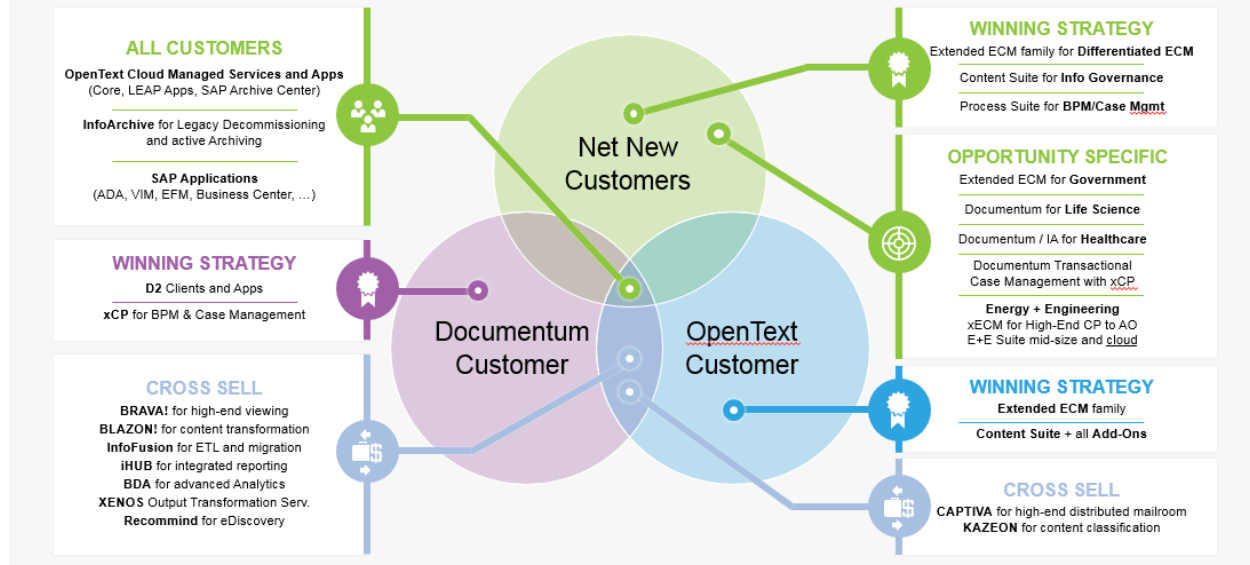
Q: How does this announcement impact our competitive positioning against Dell EMC on RFPs and contracts that we are currently negotiating or responding to?

A: Any conflict should be immediately escalated to your Sales Director for resolution.

III. Sales Resources

Here is a list of key sales support resources available to help you. You can find their contact details in the Outlook address book and the organizational chart.